

REQUEST: NON-COMPETITIVE AMENDMENT

APPROVED

Commissioner of Finance & Administration

Date:

Each of the request items below indicates specific information that must be individually detailed or addressed as required.
A REQUEST CAN NOT BE CONSIDERED IF INFORMATION PROVIDED IS INCOMPLETE, NON-RESPONSIVE, OR DOES NOT
CLEARLY ADDRESS EACH OF THE REQUIREMENTS INDIVIDUALLY AS REQUIRED.

RFS #	318.66-029		
STATE AGENCY NAME :	Department of Finance and Administration Bureau of TennCare		
SERVICE CAPTION :	Managed Care organization which provides medically necessary health care services to the TennCare/Medicaid Population		
CONTRACT #	FA-02-14860-00	PROPOSED AMENDMENT #	6
CONTRACTOR :	John Deere		
CONTRACT START DATE :	07/01/2001		
CURRENT, LATEST POSSIBLE END DATE : (including ALL options to extend)	12/31/2005		
CURRENT MAXIMUM LIABILITY :	\$615,195,590.42		
LATEST POSSIBLE END DATE WITH PROPOSED AMENDMENT : (including ALL options to extend)	12/31/2006		
TOTAL MAXIMUM COST WITH PROPOSED AMENDMENT : (including ALL options to extend)	\$829,121,057.57		
APPROVAL CRITERIA : (select one)	<input checked="" type="checkbox"/> use of Non-Competitive Negotiation is in the best interest of the state <input type="checkbox"/> only one uniquely qualified service provider able to provide the service		
ADDITIONAL REQUIRED REQUEST DETAILS BELOW (address each item immediately following the requirement text)			
(1) description of the proposed additional service and amendment effects :			
Extends the term of current contract as well as provide funding for term extension.			
(2) explanation of need for the proposed amendment :			

We believe that it is in the best interests of the State to maintain this relationship to ensure the stability of the TennCare Program and prevent the disruption of services to TennCare enrollees.

(3) name and address of the proposed contractor's principal owner(s):
(not required if proposed contractor is a state education institution)

Heritage National Health Plan of Tennessee, Inc.
John Deere Health Care, Inc.
Executive Tower I
408 North Cedar Bluff Road, Suite 400
Knoxville, TN 37923

(4) documentation of OIR endorsement of the Non-Competitive procurement request:
(required only if the subject service involves information technology)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

(5) documentation of Department of Personnel endorsement of the Non-Competitive procurement request:
(required only if the subject service involves training for state employees)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

(6) description of procuring agency efforts to identify reasonable, competitive, procurement alternatives rather than to use non-competitive negotiation:

This contract is not a result of non-competitive negotiations. MCO contracts have been offered to any organization that has expressed interest, demonstrated specific qualifications outlined in the Agreements, and willingly accepted the terms of the Agreements. There are currently 6 different organizations that have MCO Contracts.

(7) justification of why the F&A Commissioner should approve a Non-Competitive Amendment:

The approval of this amendment by F&A will ensure the best interests of TennCare enrollees will be served. Based on the network of providers that provider currently has, TennCare is confident that the continuation of this agreement will prevent any disruption of services to enrollees.

AGENCY HEAD REQUEST SIGNATURE:

(must be signed by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR — signature by an authorized signatory will be accepted only in documented exigent circumstances)

SIGNATURE DATE:

AMENDMENT NUMBER 6

AMENDED AND RESTATED CONTRACTOR RISK AGREEMENT
BETWEEN

THE STATE OF TENNESSEE,
d.b.a. TENNCARE

AND

JOHN DEERE HEALTH PLAN, INC.,
d.b.a. JOHN DEERE HEALTH PLAN, INC.

CONTRACT NUMBER: FA-02-14860-CO

For and in consideration of the mutual promises herein contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree to clarify and/or amend the Amended and Restated Contractor Risk Agreement (CRA) by and between the State of Tennessee TennCare Bureau, hereinafter referred to as TENNCARE, and Contractor Name, hereinafter referred to as the CONTRACTOR as specified below.

Titles and numbering of paragraphs used herein are for the purpose of facilitating use of reference only and shall not be construed to infer a contractual construction of language.

1. Section 4-28 shall be deleted and replaced in its entirety so that the amended Section 4-28 shall read as follows:

4-28. Term of the Agreement

This Agreement and its incorporated attachments, if any, as well as all Amendments to this Agreement, contain all of the terms and conditions agreed upon by the parties, and when executed by all parties, supersedes any prior agreements except as stated in Section 1-7. Unless a provision contained in this Amendment specifically indicates a different effective date, for purposes of the provisions contained herein, this Amendment shall be in effect from July 1, 2001, subject to approval by the U.S. Department of Health and Human Services, Centers for Medicare & Medicaid Services. The term of this Agreement shall expire on December 31, 2005. Notwithstanding any provision herein to the contrary, this Agreement shall automatically renew for calendar year 2006 with an expiration date of December 31, 2006 unless the CONTRACTOR or the State complies with Section 4-2.(f) regarding non-renewal or unless the State approves termination of the Agreement in accordance herewith. Said renewal shall be automatic and shall not require any notice or other action.

Notwithstanding any provision herein to the contrary, the State may terminate this Agreement if the waiver governing TennCare is terminated. The documents referenced in the Agreement are on file with the CONTRACTOR and with TENNCARE and the CONTRACTOR is aware of their content. No other agreement, oral or otherwise regarding the subject matter of this Agreement, shall be deemed to exist or to bind any of the parties hereto.

2. The September 11, 1995 Amended and Restated Contractor Risk Agreement, as amended, shall be amended by deleting and replacing the date "December 31, 2004" with "December 31, 2005" in all references regarding the Stabilization Period ending December 31, 2004. This shall include, but not be limited to Sections 1-3, 3-10.h and Attachment X.D.

Amendment 6 (cont.)

All of the provisions of the original Agreement not specifically deleted or modified herein shall remain in full force and effect. Unless a provision contained in this Amendment specifically indicates a different effective date, for purposes of the provisions contained herein, this Amendment shall become effective January 1, 2005 or as of the date it is approved by the U.S. Department of Health and Human Services, Centers for Medicare & Medicaid Services.

IN WITNESS WHEREOF, the parties have by their duly authorized representatives set their signatures.

STATE OF TENNESSEE
DEPARTMENT OF FINANCE
AND ADMINISTRATION

BY: M. D. Goetz, Jr.
M. D. Goetz, Jr.
Commissioner

DATE: 12/10/2004

APPROVED BY:

STATE OF TENNESSEE
DEPARTMENT OF FINANCE
AND ADMINISTRATION

BY: _____
M. D. Goetz, Jr.
Commissioner

DATE: _____

JOHN DEERE HEALTH PLAN, INC.

BY: Douglas E. Haaland
Douglas E. Haaland
Vice President, Operations

DATE: 12/1/04

APPROVED BY:

STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY

BY: _____
John G. Morgan
Comptroller

DATE: _____

CONTRACT SUMMARY SHEET

318.66-029

FA-02-14860-06

Department of Finance and Administration

Bureau of TennCare

JOHN DEERE (formerly Heritage National Health Plan of TN).

☐ V-
☐ C-

Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

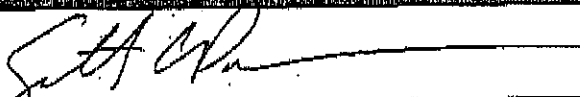
7/1/2001

12/31/2006

318.66	414	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including ALL amendments)	
2002	\$ 46,137,900.00	\$ 80,885,019.00			\$	127,022,919.00
2003	\$ 50,389,400.00	\$ 88,660,300.00			\$	137,049,700.00
2004	\$ 49,908,299.02	\$ 90,540,889.55			\$	140,449,188.57
2005	\$ 62,904,600.00	\$ 106,935,100.00			\$	169,839,700.00
2006	\$ 62,904,600.00	\$ 106,935,100.00			\$	169,839,700.00
2007	\$ 29,970,350.00	\$ 54,949,500.00			\$	84,919,850.00
	\$ 302,215,149.02	\$ 526,905,908.55			\$	829,121,057.57
	93.778					

Name: Scott Pierce
Address: 729 Church Street
Phone: Nashville, TN
(615)532-1362

Scott Pierce



	12/31/2005	12/31/2006
FY: 02	\$127,022,919.00	
FY: 03	\$137,049,700.00	
FY: 04	\$140,449,188.57	
FY: 05	\$140,449,188.57	\$29,390,511.43
FY: 06	\$70,224,594.28	\$99,616,105.72
FY: 07		\$84,919,850.00
	\$615,195,590.42	\$213,925,467.15

Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

CONTRACT SUMMARY SHEET

R-5 Number: 318.66-029		Contract Number: FA-02-14860-05	
State/Agency: Department of Finance and Administration		Division: Bureau of TennCare	
Contractor: JOHN DEERE (formerly Heritage National Health Plan of TN)		Contract Identification Number: <input type="checkbox"/> V- <input type="checkbox"/> C-	
Service Description: Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population ✓			
Contract Begin Date: 7/1/2001		Contract End Date: 12/31/2005	
Allocation Code: 318.66	Cost Center: 414	Object Code: 134	Fund: 11
		Grant: <input type="checkbox"/> STARS	Grant Code: Subgrant Code:
FY	State Funds	Federal Funds	Interdepartmental Funds
2002	\$ 46,137,900.00	\$ 80,885,019.00	
2003	\$ 50,389,400.00	\$ 86,660,300.00	
2004	\$ 49,908,299.02	\$ 90,540,889.55	
2005	\$ 49,908,299.02	\$ 90,540,889.55	
2006	\$ 24,954,149.51	\$ 45,270,444.77	
Total	\$ 221,298,047.55	\$ 393,897,542.87	
CHDA#	93.778	Check the box ONLY if the answer is YES:	
State Fiscal Contract:		Is the Contractor a SUBRECIPIENT? (per OMB A-133)	
Name: Dean Daniel		Is the Contractor a Vendor? (per OMB A-133)	
Address: 729 Church Street		Is the Fiscal Year Funding STRICTLY LIMITED?	
Phone: Nashville, TN		Is the Contractor on STARS?	
(615) 532-1362		Is the Contractor's FORM W-9 ATTACHED?	
Procuring Agency Budget Officer Approval Signature: Dean Daniel		Is the Contractor's Form W-9 Filled with Accounts?	
6/22/04			
COMPLETE FOR ALL AMENDMENTS (only)		Funding Certification	
Base Contract & Prior Amendments	12/31/2005	Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.	
FY: 02			
FY: 03			
FY: 04			
FY: 05			
FY: 06			
Total	\$0.00	\$0.00	

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OFFICE OF
MANAGEMENT SERVICES

CONTRACT SUMMARY SHEET

RFS Number:	318.66-029	Contract Number:	FA-02-14860-04
State Agency:	Department of Finance and Administration	Division:	Bureau of TennCare

Contractor:	Contract Identification Number:
JOHN DEERE (formerly Heritage National Health Plan of TN)	<input type="checkbox"/> V- <input type="checkbox"/> C-

Service Description:
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date:	Contract End Date:
7/1/2001	12/31/2005

Allocation Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	414	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including ALL amendments)	
2002	\$ 46,137,900.00	\$ 80,885,019.00			\$ 127,022,919.00	
2003	\$ 50,389,400.00	\$ 86,660,300.00			\$ 137,049,700.00	
2004	\$ 49,908,299.02	\$ 90,540,889.55			\$ 140,449,188.57	
2005	\$ 49,908,299.02	\$ 90,540,889.55			\$ 140,449,188.57	
2006	\$ 24,954,149.51	\$ 45,270,444.77			\$ 70,224,594.28	
Total	\$ 221,298,047.55	\$ 393,897,542.87			\$ 615,195,590.42	

CFDA#	93.778	Check the box ONLY if the answer is YES
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State Fiscal Contract		Is the Contractor a SUBRECIPIENT? (per OMB A-133)
Name:	Dean Daniel	Is the Contractor a Vendor? (per OMB A-133)
Address:	729 Church Street	Is the Fiscal Year Funding STRICTLY LIMITED?
Phone:	Nashville, TN (615)532-1362	

Procuring Agency Budget Officer Approval Signature	Is the Contractor on STARS?
Dean Daniel <i>Dean Daniel 12/23/03</i>	Is the Contractor's FORM W-9 ATTACHED?
	Is the Contractor's Form W-9 Filed with Accounts?

COMPLETE FOR ALL AMENDMENTS (Only)			Funding Certification
Base Contract & Prior Amendments	This Amendment ONLY		Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.
END DATE:	12/31/2005		
FY: 02	\$127,022,919.00		
FY: 03	\$137,049,700.00		
FY: 04	\$140,449,188.57		
FY: 05	\$140,449,188.57		
FY: 06	\$70,224,594.28		
Total	\$615,195,590.42	\$0.00	

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CONTRACT SUMMARY SHEET

Contract Number	318-66-029	Contract Number	FA-02-14860-03
Agency	Department of Finance and Administration	Division	Bureau of TennCare
Contractor		Contract Identification Number	

OHN DEERE (formerly Heritage National Health Plan of TN)

☐ V-
☐ C-

Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date	7/1/2001	Contract End Date	12/31/2005
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Agency Code	FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including ALL amendments)
318.66	414	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding		Total Contract Amount (including ALL amendments)
2002	\$ 46,137,900.00	\$ 80,885,019.00				\$ 127,022,919.00
2003	\$ 50,389,400.00	\$ 86,660,300.00				\$ 137,049,700.00
2004	\$ 49,908,299.02	\$ 90,540,889.55				\$ 140,449,188.57
2005	\$ 49,908,299.02	\$ 90,540,889.55				\$ 140,449,188.57
2006	\$ 24,954,149.51	\$ 45,270,444.77				\$ 70,224,594.28
	\$ 221,298,047.55	\$ 393,897,542.87				\$ 615,195,590.42

ORDY 93.778

Name: Dean Daniel
Address: 729 Church Street
Phone: Nashville, TN (615)532-1362

Dean Daniel *Dean Daniel* 6/30/03

FY	Contract & Plan	Amendments	Total
	12/31/2005		
FY: 02	\$127,022,919.00	\$0.00	\$0.00
FY: 03	\$137,049,700.00	\$0.00	\$0.00
FY: 04	\$137,049,700.00	\$3,399,488.57	\$3,399,488.57
FY: 05	\$137,049,700.00	\$3,399,488.57	\$3,399,488.57
FY: 06	\$68,524,850.00	\$1,699,744.28	\$1,699,744.28
Total	\$606,696,869.00	\$8,498,721.42	\$8,498,721.42

Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

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CONTRACT SUMMARY SHEET

RF# Number		Contract Number	FA-02-14860-02
State Agency	Department of Finance and Administration	Division	Bureau of TennCare

Contractor	Contract Identification Number
JOHN DEERE (formerly Heritage National Health Plan of TN)	<input type="checkbox"/> V- <input type="checkbox"/> C-

Service Description
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date	Contract End Date
7/1/01	12/31/05

Allocation Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	414	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including ALL amendments)	
2002	\$ 46,137,900.00	\$ 80,885,019.00			\$	127,022,919.00
2003	\$ 50,389,400.00	\$ 86,660,300.00			\$	137,049,700.00
2004	\$ 50,389,400.00	\$ 86,660,300.00			\$	137,049,700.00
2005	\$ 50,389,400.00	\$ 86,660,300.00			\$	137,049,700.00
2006	\$ 25,194,700.00	\$ 43,330,150.00			\$	68,524,850.00
Total	\$222,500,800.00	\$ 384,196,069.00			\$	606,696,869.00
CFDA#	93.778	Check the box ONLY if the answer is YES				

State Fiscal Contract	Is the Contractor a SUBRECIPIENT? (per OMB/A-133)
Name: Dean Daniel	Is the Contractor a Vendor? (per OMB/A-133)
Address: 729 Church Street	Is the Fiscal Year Funding STRICTLY LIMITED?
Phone: Nashville, TN	Is the Contractor on STARS?
(615)532-1362	Is the Contractor's FORM W-9 ATTACHED?

Procuring Agency Budget Officer Approval Signature	Is the Contractor's Form W-9 Filled with Accounts?
Dean Daniel	
<i>Dean Daniel</i> 7/1/02	

COMPLETE FOR ALL AMENDMENTS (only)			Funding Certification
Base Contract & Prior Amendments	This Amendment ONLY		Pursuant to T.C.A., Section 9-6-113, I, C. Warren Neel, Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.
END DATE			
FY: 02			
FY: 03			
FY: 04			
FY: 05			
FY: 06			
Total	\$0.00	\$0.00	

CONTRACT SUMMARY SHEET

RF# Number		Contract Number	FA-02-14860-01
State Agency	Department of Finance and Administration	Division	Bureau of TennCare
Contractor		Contract Identification Number	
JOHN DEERE (formerly Heritage National Health Plan of TN)		<input type="checkbox"/> V- <input type="checkbox"/> C-	

Service Description
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date	Contract End Date
7/1/01	12/31/05

Allocation Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	414	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including ALL amendments)	
2002	\$ 46,137,900.00	\$ 80,885,019.00			\$	127,022,919.00
2003	\$ 50,389,400.00	\$ 86,660,300.00			\$	137,049,700.00
2004	\$ 50,389,400.00	\$ 86,660,300.00			\$	137,049,700.00
2005	\$ 50,389,400.00	\$ 86,660,300.00			\$	137,049,700.00
2006	\$ 25,194,700.00	\$ 43,330,150.00			\$	68,524,850.00
Total	\$ 222,500,800.00	\$ 384,196,069.00			\$	606,696,869.00

CFDA#	93.778	Check the box ONLY if the answer is YES
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State Fiscal Contract	Is the Contractor a SUBRECIPIENT? (per OMB A-133)
Name: Dean Daniel	Is the Contractor a Vendor? (per OMB A-133)
Address: 729 Church Street	Is the Fiscal Year Funding STRICTLY LIMITED?
Phone: Nashville, TN	
(615)532-1362	

Procuring Agency Budget Officer Approval Signature	Is the Contractor on STARS?
Dean Daniel <i>Dean Daniel</i> 7/1/02	Is the Contractor's FORM W-9 ATTACHED?
	Is the Contractor's Form W-9 Filed with Accounts?

COMPLETE FOR ALL AMENDMENTS (only)			Funding Certification	
END DATE	Base Contract & Prior Amendments	This Amendment ONLY	Pursuant to T.C.A., Section 9-6-113, I, C. Warren Neel, Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.	
Y: 02	\$127,022,919.00	\$0.00		
Y: 03	\$127,022,919.00	\$10,026,781.00		
Y: 04	\$127,022,919.00	\$10,026,781.00		
Y: 05	\$127,022,919.00	\$10,026,781.00		
Y: 06	\$63,511,459.50	\$5,013,390.50		
Total	\$571,603,135.50	\$35,093,733.50		